



# VONAGE CODE OF CONDUCT



## 2019 Code of Conduct

### A Message from our CEO

#### Dear Colleagues:

I am pleased to introduce our updated Code of Conduct to guide us as we continue to transform our business and come together as One Vonage.

The Code of Conduct is a guide for how we operate individually and as an organization to ensure that we make the right decisions for each other, our customers, partners, vendors and shareholders.

Our vision is for Vonage to be a destination place to work; a place that we all feel great about, underpinned by a culture focused on delivering exceptional customer experiences. The Code reminds us that we are all working together toward a common goal, and that we will continue to achieve milestones for our company in an environment that fosters community and collaboration.

Please spend some time reviewing our Code. The Code applies to every Vonage team member and to all of our contractors. We are all accountable for operating within the Code. We'll be rolling out training on our Code of Conduct in the next few months.

Thank you for your continued dedication and support of our Company. This is a very exciting time for Vonage, and I look forward to building upon our success together.

Alan Masarek



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## Introduction

### Our Core Ethical Values

**We encourage employees to act with integrity, honesty and respect.**

As leaders and representatives of Vonage, all employees are responsible for promoting honest and ethical conduct and are accountable for their actions.

We are dedicated to innovating relentlessly to provide our customers with products they want and value. As a result, our business environment is always evolving - every day, we see new ideas and find new solutions. In a business as dynamic and changing as ours, we must remain grounded to the values that hold us together as a company and WOW! our customers. We should be proud of our innovative heritage and disruptive technology, and confident in our mission to transform how people connect by challenging the status quo and finding a better way. Our success depends on it! At Vonage, we live our [values](#) every day. Our values are:

**One Vonage Indivisible.** We are a single organization of diverse people and perspectives. We succeed when we embrace debate, yet we act as one.

**Before Us, The Customer.** Our success depends on understanding our customers and making great stuff that they want and value. Without them, there is no us.

**Innovate Relentlessly.** As a technology company, our one constant is change. We embrace change, think big and never settle.

**Excellence, Served Daily.** Good simply isn't good enough. Success tomorrow depends on outstanding execution today.

**Do The Right Thing.** Every decision and action is an opportunity to demonstrate our collective integrity. We will not tolerate unethical behavior. We respect people. We embrace diversity. We give back to the community as exemplary corporate citizens.

**Be Accountable.** Act like a business owner. Do what's necessary, not what's asked. Drive the results that matter for our customers, each other and our shareholders. Our values connect us to one another.

## **When we interact with other Vonage employees, we know that they are:**

**Challengers:** people with a disrupter mindset, who challenge the status quo to achieve a better outcome.

**Service Oriented:** with the drive to WOW our customers and business partners - they will wipe up a spill on the floor if that's the right thing to do.

**Agile Learners:** who passionately seek out new opportunities to grow and develop ideas.

Above all else, we know we will be dealing with others who hold the same Ethos - people with intellectual horsepower who are respectful and approachable, drive for results, and have the ability and courage to stand alone.

## **Purpose of Our Code**

**Our Code of Conduct (Code) is an expression of our values and provides us with the guidance we need to make the best possible decisions in our daily work.**

While no document can anticipate all situations or provide advice for every dilemma, our Code gives us a framework for everyday ethical decision-making. More detailed advice for certain topics can be found in our Employee Handbook and Company policies referenced and linked throughout the Code.

By following our Code, we inspire the full confidence of our customers, our employees, our shareholders and the community at large. We also show regulators, governments and the public that we take our legal and ethical responsibilities seriously. We INNOVATE RELENTLESSLY, not only in the markets we serve, but also in the way we do business.

## **Who Must Follow Our Code**

**Our Code applies to everyone who works for Vonage and its subsidiaries.**

All employees, officers, directors and independent contractors are required to follow the Code and all applicable laws. While laws may differ around the world, our Code embodies principles we believe to be universal. We aspire to work only with suppliers, vendors, consultants and other third parties who hold the same principles and act in a way that is consistent with our Code. We have a shared obligation to ask questions and raise concerns when we have them, leading by example regardless of level.

If you have questions, management and Human Resources are often best equipped to handle your concerns.

## **Reporting Concerns**

**Any reported concerns will be treated seriously and promptly investigated.**

Vonage will handle inquiries discreetly and will, to the extent it can reasonably do so under the circumstances, maintain the confidentiality of anyone requesting guidance or reporting a possible violation of the Code.

We all have an obligation to report violations of our Code or when we reasonably believe someone is condoning a violation by someone else. We also need to speak up if we know someone has made a false report, or if someone has retaliated against another employee who has made a good faith report. As Vonage employees, we must DO THE RIGHT THING and cooperate fully when asked to participate in a review of potential misconduct. Vonage will not tolerate acts of retaliation against anyone who comes forward in good faith with a report, cooperates with an investigation or audit, or refuses to participate in activities that violate applicable laws, regulations, Company policies or standards of ethical conduct. Any employee who engages in retaliation will be subject to appropriate disciplinary action.

#### You can make a report the following ways:

- Contact your HR Business Partner
- Contact the Legal Department
- Visit <https://app.convercent.com/en-us/Anonymous/IssueIntake/IdentifyOrganization>
- Call our 24 x 7 employee hotline for anonymous reporting at 1-800-461-9330

#### The Importance of Compliance with the Code

**There may be serious consequences for failure to comply with this Code of Conduct, the law or any Vonage policy.**

One of our key values - DO THE RIGHT THING - mandates that you must report known violations by others. Out of respect for others, you must not make a knowingly false report of a possible violation. A report of a possible violation may arise out of a misunderstanding, or a mistaken belief of the facts, yet it may still be brought in good faith.

As a person who acts with integrity, you cannot retaliate against another person who makes a good faith report of suspected or actual violation or who participates in an investigation of a suspected violation. The Code is intended to be a guide for decision-making and an aid for determining appropriate business behavior at Vonage. If you do not comply with the Code, or fail to cooperate with or impede an internal investigation, you may be subject to a range of disciplinary action, up to and including termination of employment. In addition, certain legal situations may expose you to possible civil and criminal liability. For more information, you can review our [Whistleblower Policy](#) under our Resources on the Intranet.

Nothing contained in this Code limits or otherwise prohibit an individual from filing a charge or complaint with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Securities Exchange Commission, or any other federal, provincial, state or local governmental agency or commission in any country ("Government Agency"). Further, this Code does not limit your ability to communicate with any Government Agency or otherwise participate in any

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investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to the Company. This Code and our Whistleblower Policy does not limit your right to receive an award for information provided to any Government Agency.

## How We Treat Each Other

### Respecting All Individuals

**Vonage embraces diversity and provides a work environment that fosters mutual respect and open working relationships free from harassment and discrimination.**

Vonage values teamwork, which is why we embrace inclusion by employing a broad range of individuals with different backgrounds, talents, skill sets and experiences. We are committed to a policy of non discrimination and [Equal Employment Opportunity](#). At Vonage, we are hired, trained, paid and promoted based on our qualifications and performance, not on:

- Race
- Religion
- Color
- Nationality
- Gender/Gender Identity
- Marital Status
- Age
- Veteran Status
- Sexual Orientation
- Disability
- Any other legally-protected status unrelated to a person's ability to do their job

Vonage is committed to providing a workplace free from harassment. Harassment is any conduct that has the purpose or effect of creating an intimidating, hostile, threatening or offensive environment. Harassment can be verbal, physical or visual, and may be sexual or nonsexual in nature. Common examples of harassment include:

- Derogatory comments, slurs or name-calling
- Unwelcome sexual advances
- Offensive or derogatory displays or gestures
- Assault, bullying, intimidation, unwanted touching or other physical advances

Such conduct is unacceptable at Vonage. If someone's behavior is making you uncomfortable - speak up! Bystander inactivity is also unacceptable, and increasingly against the law in many jurisdictions. Remember, Vonage will not tolerate any act of retaliation taken against you for reporting your concerns. If

you have more questions regarding harassment, please see the [Anti-Harassment Policy](#) on the Resources tab on the Intranet.

### **Consensual Relationships**

**Use good judgment regarding any personal relationship at work.**

Good judgment should be exercised before starting a consensual relationship with another Company employee or with an employee of a vendor or supplier. Such relationships may at some point lead to complications and significant difficulties for all concerned - the involved employees, supervisors/managers, co-workers, vendors, suppliers and the Company. To avoid issues such as those related to favoritism, harassment, poor morale, confidentiality and conflicts of interest, it is not appropriate for you to have a consensual relationship with anyone you supervise, anyone with whom you have a reporting relationship, or if you are in a role that affects the terms and conditions of that individual's employment.

Upon being informed or learning of the existence of this type of relationship, the Company may take all steps that it deems appropriate, including but not limited to moving either party to a different department or job, or, if necessary, terminating either party's employment.

### **Creating a Safe and Secure Workplace**

**At Vonage, we strive to create a safe and healthy work environment free from violence and substance abuse.**

We comply with all applicable safety and health laws, regulations and policies. If you witness or are involved in an on-the-job accident or injury, or have concerns about workplace safety or health, report your concerns right away.

As part of our commitment to a safe and healthy work environment, we may not abuse alcohol or use illegal drugs in the workplace at any time. Therefore, we may not possess, distribute or be under the influence of alcohol, marijuana, illegal drugs or improperly used prescription medication while on Company premises or when conducting Company business. Alcohol may be consumed in moderation, if provided by the Company during an official Company-sponsored event. Please refer to the [Drug and Alcohol Use Policy](#) for more information.

A safe and secure environment is one that is also free of violence and weapons inside Vonage facilities. Intimidating, abusive and offensive conduct is unacceptable. We all share a responsibility to promote a respectful environment and therefore we should report any acts or threats of violence, as well as any harassment or bullying we see. For more information please refer to the [Workplace Violence Policy](#).



## Protecting Personal Privacy

We act with integrity and hold ourselves to strict privacy standards, which is why we only collect and keep employee personal information that we need to operate and comply with the law. Access to this kind of information is limited to those who need it to do their jobs, like certain HR or accounting personnel. If your job involves the use of sensitive employee, customer or vendor information, it is your responsibility to keep that information secure. Never share, access, modify or transfer it unless you have a clear, authorized business need to do so. We must exercise great care in handling personal, customer and vendor information, and hold ourselves ACCOUNTABLE for protecting it. This includes following all Company policies and procedures for handling this information, as well as the privacy and data protection laws that apply to our work. To help protect the privacy of Vonage employees, customers and business partners, remember the following guidelines:

- Do not leave personally-identifiable information unattended.
- Be sure to lock up any personally-identifiable information either electronically or physically. Please see our [Physical Security for Information Resources](#) for more information.
- Dispose of documents containing personal information appropriately.
- Never share a customer's financial information as part of, or as an attachment to an email, text or social media message. Please see our [Information Security Governance Policy](#) for more information.
- Refer any telephone or written requests for employee personal information or verification of employment to Human Resources.
- Speak up if you believe that an unauthorized party has accessed employee or customer information.

# Protecting the Company's Assets: Doing Business Like an Owner

## Before Us, The Customer

**Vonage is focused on "WOWing" our customers!**

We want to earn business based on our RELENTLESS INNOVATION to redefine business communications and by providing superior services, products and competitive prices that our customers want and value.

Our credibility depends on DOING THE RIGHT THING, with EXCELLENCE SERVED DAILY. Every interaction with our valued customers requires maintaining positive relationships, by being:

- Honest in our representations of our services and products.
- Truthful about competitor's products and services.
- Transparent about the nature of our business relationships, including contracts, performance criteria and prices.

## Avoiding Conflicts of Interest

**We must avoid conflicts of interest.**

We all have a stake in Vonage's continued success and must hold ourselves ACCOUNTABLE for our actions. In fact, we are encouraged to approach our personal and business activities as if we were owners of the business. This means, in part, that we avoid conflicts of interest. A conflict of interest occurs when the circumstances would lead a reasonable person to question whether your motivations are in the best interests of Vonage.

For example, a conflict of interest exists when you are involved or invested in outside interests or activities that interfere or appear to interfere - or appear to interfere - with your judgment, duties or responsibilities at Vonage. As a part of our commitment to hold ourselves ACCOUNTABLE and DOING THE RIGHT THING, all potential conflicts of interest must be promptly disclosed to Vonage.

Please contact the Legal Department if you are uncertain whether a Board position or personal business opportunity is appropriate, or if you are unsure whether an outside personal or financial interest might constitute a conflict of interest.

### Examples of conflicts of interest include:

- Conducting Vonage business with family members or close friends.

- Making or having a substantial investment or ownership position in another business including any Vonage supplier, business partner or competitor (excluding investments in mutual funds or other immaterial financial interests).
- Having outside employment (excluding military service) that interferes, or may interfere with your judgment, duties or responsibilities at Vonage. By itself, outside employment does not violate the Code. However, we should avoid accepting a position with a supplier, competitor or business partner without first getting approval, and cannot use our Company's resources or information to benefit another employer.
- Serving on Boards where the outside organization is a competitor, supplier, customer or has some other existing business relationship with Vonage. In all cases, you must discuss the proposed board membership with the Legal Department before accepting the position. Note: you may serve as an officer or director of a not-for-profit association, such as a charitable, religious, educational, social or civic organization, but you must notify your supervisor and report it in your Code of Conduct certification.
- Undertaking a business opportunity when the opportunity falls within the scope of Vonage's existing or anticipated products and services. If you become aware of any business ventures, investments or other opportunities you think Vonage might be interested in, you should direct them to your manager.

### Exchanging Business Courtesies

**The giving and receiving of gifts and entertainment can help build strong relationships, but may potentially violate bribery laws.**

Although occasional small gifts and entertainment can create goodwill and establish better communication in our business relationships, we must never give or receive free services, payments, fees or gratuities to or from any customer, supplier, or any other entity or individual. Remember to never give anything of value, even something you think is nominal, to a government official without first receiving specific permission from the Legal Department. When giving gifts we must always follow our policies, the law and DO THE RIGHT THING.

Whether giving or receiving, gifts must be:

- Infrequent
- Unsolicited
- Of minimal value
- Directly related to building customer or supplier relationships
- Offered outside of sourcing or negotiating a contract
- Reported in accordance with Vonage policy

Like gifts, we may accept or offer modest, appropriate meals and entertainment that are business-related. When dealing with business entertainment remember that:

- The giver and the recipient must both be present; otherwise, it is considered a gift

- It must follow the gift requirements listed above

Any meals, entertainment or gifts given or received must be in accordance with the limits listed in the [Travel & Expense Policy](#). See the policy for more details.

If you have questions or concerns, contact your supervisor, the Finance Department, the Legal Department or the employee hotline at 1-800-461-9330. Please familiarize yourself with the T&E policy.

### Doing Business without Bribes

**Never offer or pay money or anything of value in order to obtain or retain business.**

At Vonage, we act with integrity and compete solely based on the quality of our work—bribery, kickbacks and other acts of corruption have no place in our operations. Bribery is offering, promising, giving, receiving or soliciting anything of value in order to influence how someone carries out a public, commercial or legal duty. A kickback is anything of value provided for the purpose of rewarding or obtaining consideration in exchange for giving our business to a particular vendor.

Vonage is committed to following applicable laws and regulations that combat bribery, such as the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act and other international, federal, state and local laws. These anti-bribery laws prohibit the bribery of government officials, as well as commercial partners. Government officials include any employee of a government, a government agency or political party, as well as employees of state-owned or state-controlled entities.

We may never make, solicit, accept, offer or promise any sort of bribe, kickback or other improper payment to any government official or commercial representative in order to gain an unfair or improper advantage. Our third party partners, such as sales representatives, agents, distributors and consultants cannot make improper payments on our behalf. Strict rules apply when we deal with government officials and the consequences for violations can be severe. If you have any questions about whether the individual or party you are dealing with might be a government official, contact the Legal Department before proceeding.

Anti-bribery laws also address facilitation payments—typically small cash payments, given to a government official to help speed up or guarantee a routine process. To avoid confusion and the possibility of violating local laws, Vonage and our representatives may not make facilitation payments of any kind. For more information, see the [Vonage Foreign Corrupt Practices Act/ Anti-Bribery Policy](#).

If you have questions or concerns, contact your supervisor or the employee hotline at 1-800-461-9330. You may also contact the Legal Department.

### Preserving Assets and Information

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<https://app.convercent.com/en-us/Anonymous/IssueIntake/IdentifyOrganization>*

**The assets and information we use in our work at Vonage help us to INNOVATE RELENTLESSLY. We must use and protect these resources from loss, damage, theft or misuse.**

We need to INNOVATE RELENTLESSLY to bring value to our customers in order to be competitive in the marketplace. The assets we use help us keep our competitive edge. Our assets include all property, both physical and intellectual, that Vonage provides us to do our jobs.

**Confidential information may only be used for Vonage's benefit.**

Information is a crucial Company asset. As Vonage employees, we have access to a broad array of confidential information about our Company, including information about:

- Pricing and marketing
- Research and development
- Our business
- Technology
- Business plans
- Business partners
- Products and services
- Finances
- Employees
- Compensation

Information like this may be used only for Vonage's benefit, and needs to be protected in order to preserve our competitive edge. We must not disclose our confidential or proprietary information to anyone outside Vonage, except when necessary to carry out business. In some cases, we may require a third party to sign a confidentiality agreement before we disclose certain information. Always consult the Legal Department before making sensitive information available outside our Company. See the [Vonage Information Security Policy](#) and the [Information Classification Policy](#) for more information. Other relevant policies include the [Social Media Policy](#), [Security Monitoring Policy](#), [Mobile Device Security Policy](#) and the [Acceptable Use Policy](#).

**We have a duty to protect Vonage's intellectual property.**

We must protect our Company's innovations and intellectual property (IP), including our patents, trade secrets, copyrights and trademarks. The intellectual property that we generate while doing our jobs contributes to Vonage's strength and competitiveness in the marketplace. When you develop an innovative idea, contact the Legal Department before sharing the idea with others, so that they can work with you to determine the best way to [protect](#) it! When using Vonage's trademarks, please refer to the [Trademark Usage Guidelines](#).

If you have questions, contact the patent team in the Legal Department.

We must take care to avoid unauthorized disclosure of our IP to competitors and others, including colleagues who do not have a business need to access such information. We also must never use another company's IP without permission—including IP belonging to former employers.

**Physical assets must be used responsibly to avoid waste or damage.**

We also have a duty to respect Vonage's physical assets, which include facilities, equipment, supplies and financial assets like cash and bank accounts. Company resources should be used only to conduct Company business.

**We are all responsible for drafting and managing our records in appropriate ways.**

We are held ACCOUNTABLE for the documents we create. Our Records Management policy describes the method for the retention and disposal of records and information. When we say "records," we mean documented material in any form, including hard copy documents, electronic media, voicemail messages, text messages and emails.

We are each responsible for managing the records under our control, including:

- Ensuring that records are retained or destroyed in a manner consistent with the Company's Records Management Policy.
- Avoiding the premature disposal of records.
- Retaining records needed for complying with legal, financial and regulatory requirements.
- Retaining records that need to be maintained under a legal hold due to actual or anticipated litigation or government inquiry. These documents need to be retained until the legal hold is lifted.

If you have questions about records retention, please contact [recordsmanagement@vonage.com](mailto:recordsmanagement@vonage.com).

**Using Technologies Appropriately**

**When using Company provided technology, we must use common sense and good judgment.**

We must conduct ourselves with integrity and act both ethically and professionally when using Company-provided technology, devices or services.

We may not create, access or distribute material that is intimidating, harassing, abusive or otherwise offensive or inappropriate.

Employees should refer to other Company policies for additional guidance, including our [Mobile Device Security Policy](#), our [Anti-Harassment Policy](#), our [Acceptable Use Policy](#) and our [Security Monitoring Policy](#)

**Talking to Analysts and the Media**

**Our communications with customers and shareholders must be consistent and accurate.**

If a member of the media or an analyst contacts you, please refer that individual to Vonage's Corporate Communications or Investor Relations department, as applicable. Corporate Communications must approve external communications created or made on behalf of Vonage, including speeches, public writings, videos, printed materials and Internet postings.

If you have questions about public relations, please contact [publicrelations@vonage.com](mailto:publicrelations@vonage.com). If you have questions about investor relations, please contact [ir@vonage.com](mailto:ir@vonage.com).

## Social Media

### **Social media is an important communications tool.**

Social media has become an integral method of communicating and doing business. It is important to show respect and never post disparaging or confidential information about the Company, our customers or our business partners. Whenever you post anything about Vonage, be sure to please note that you are an employee and that your opinions and ideas do not represent those of the Company. If you have questions about social media in your capacity as a Vonage employee, please refer to the [Social Media Policy](#) and or contact [corporate.communications@vonage.com](mailto:corporate.communications@vonage.com) for guidance.

## Trading in Securities

### **Trading based on material, non-public information violates the law and can result in serious liability and penalties for both you and Vonage.**

As Vonage employees, we may sometimes have access to knowledge that, were it widely known, might affect the price of Vonage or third- party securities. When knowledge is material and non-public, it can't be used by Vonage employees (or third parties) to gain an advantage in the market. This is known as insider trading.

Information is considered material if there is a substantial likelihood that a reasonable investor would find the information important when making a decision to trade in Vonage securities. Material information is considered non-public until two full trading days have passed since the information was publicly disclosed.

Insider trading rules apply not only to Vonage securities, but also to inside information about other companies. We must be careful to act with integrity and not to give out information that might affect the price of competitors' stocks, were it widely known. Examples include possible mergers and acquisitions, development of new products or the expansion of markets.

When we inform someone else of inside information, this is known as tipping and it is also a violation of Vonage policy and the law. Remember, you should never:

- Use material, non-public information for your own financial benefit or the financial benefit of a family member or friend.



- Give material, non-public information to others.

For more information, refer to the [Securities Trading Compliance Policy](#) and [Supplement](#).

If you have questions or concerns, contact the Legal Department. For inquiries about your personal Vonage stock holdings, contact the Vonage Benefits Team at [benefits@vonage.com](mailto:benefits@vonage.com).

## Being a Responsible Vendor, Business Partner and Corporate Citizen

### Product Quality

**We are committed to providing high quality service.**

Our commitment to quality and integrity means that we:

- Develop and deliver our services with a focus on WOWing the customer.
- Focus on continual improvement.
- Design and source our products and services to meet or exceed relevant product quality laws, regulations and standards.

### Partner Selection and Export Requirements

**We select partners based on the merits of their products, services and business practices.**

Teamwork with our suppliers and other third parties is critical to our success. Our relationships with them must be characterized by EXCELLENCE, SERVED DAILY, honesty and fairness. It is important to manage supplier relationships in accordance with Vonage's best interests. The Company requires that all employees adhere to the letter and spirit of U.S. restrictions and prohibitions on trade with other countries and export requirements. The definition of "export" is very broad, and can include, for example, a conversation with a citizen of another country even where the conversation takes place entirely within the United States. Questions about whether a situation involves an "export" or transactions that may involve any country subject to U.S. restrictions or prohibitions on trade should be directed to the Legal Department.

### Being a Good Corporate Citizen

**Vonage supports participation in charitable and civic activities.**

We respect the communities in which we operate and have demonstrated our commitment to improve them. We strongly encourage employee participation, teamwork and support of charitable, civil, educational and cultural causes. Our contributions include thousands of hours of employee volunteer time, cash, free calling, software and technical assistance. We give back to the communities in which we live and work, as

standard-bearers for exemplary corporate citizenship. To learn more about the **Vonage Foundation** visit our [Corporate Social Responsibility Page](#) on the Vonage Intranet.

If you have questions, contact [vonagefoundation@vonage.com](mailto:vonagefoundation@vonage.com).

### Competing Fairly in the Marketplace

**Competitor, customer and supplier relations can come under antitrust scrutiny during everyday business activities.**

BEFORE US, THE CUSTOMER. Antitrust laws protect our customers. They are designed to help customers by ensuring they have access to a fair marketplace. If a third party attempts to discuss one of the following topics with you, especially if you are representing Vonage in trade associations, standard setting bodies, consortia or industry organizations, end the conversation immediately and contact the Legal Department:

- Allocating customers
- Dividing markets, territories or countries
- Setting pricing, including pricing policy, costs, marketing or strategic plans
- Treating one customer or group of customers differently than another

*Competitive Information must be used legally and ethically.*

Competitive information is important to Vonage's business success, but we must always DO THE RIGHT THING by always using legal and ethical ways to collect competitor information. There are legal penalties for employees who misappropriate others' trade secrets. When gathering competitor information, keep in mind:

- You may review any public information, such as specifications, trade journal articles and other materials, that a competitor has released publicly.
- You may not obtain non-public information by illegal activities involving industrial espionage or by asking a competitor's employees or contractors, or former employees or contractors, to release confidential information.
- You may not examine information that was submitted to customers, suppliers or other business partners with the understanding that they would treat it as confidential.
- You may not use third parties to gather information in a way that would be unacceptable if pursued by you.

If you are uncertain regarding the limits of competitive information gathering, contact the Legal Department.

## Integrity in Our Operations

### Keeping Accurate Financial and Business Records

**We owe our shareholders a duty to report accurate, complete and understandable information about the Company's business and financial condition.**

We must never hide or misrepresent assets, liabilities, revenues, expenses or performance measures, and must avoid any action to fraudulently influence, coerce, manipulate or mislead Vonage's internal or external auditors. After all, it is critical to Vonage's competitive reputation that information (both financial and non-financial) provided to management is accurate, fair, complete, objective, understandable, timely and relevant.

BEING ACCOUNTABLE requires us to always:

- Ensure that all financial transactions are authorized.
- Be truthful and accurate in our accounting and time reporting. Ensure that financial transactions are accurately recorded.
- Meet all regulatory requirements in the jurisdictions where we operate.
- Ensure that we are compliant with generally accepted accounting principles (GAAP) and relevant tax laws.

Finance professionals need to stay up-to-date on all relevant reporting regulations, and to report financial statement items in a manner consistent with applicable laws and GAAP. For more information, please reference our [Finance Code of Ethics](#).

### **Investigations and Audits**

**We must provide requested information and cooperate with audits, inquiries and reviews.**

Effectively working with our Internal Audit Department or an outside consultant is an important part of keeping accurate financial records. If our internal auditors or authorized outside consultant request information or documentation from you, you should cooperate with that request. DO THE RIGHT THING and never conceal, alter or destroy any requested information.

For more information, contact the VP of Internal Audit or other Finance personnel.

### **Waiving the Provisions in the Code of Conduct**

**Only the Board of Directors may grant waivers to directors and executive officers.**

Only the Board of Directors may waive a provision of the Code of Conduct for a director or executive officer. Any waiver that is granted to a director or an executive officer will be publicly disclosed as required by the listing standards of the New York Stock Exchange, and other applicable laws, rules and regulations.

## **Employee Acknowledgment**

Each employee must annually certify to the Code of Conduct. When you certify, you acknowledge that you have read, understand and will comply with the Code, applicable law and Vonage's policies. Ethical questions that may arise during the course of business may be varied and complex, and therefore, the Code is only meant to be used as a guide. Seek advice from your supervisor, a member of management or anyone listed as a Code of Conduct Contact to help ensure your actions are consistent with our high ethical standards. After completing your Code of Conduct training in Vonage Learning, you will be prompted to electronically sign and acknowledge that you have received a copy of the Vonage Code of Conduct ("Code").

